

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT
CORPORATION and LAW DEBENTURE
TRUST COMPANY OF NEW YORK,

Plaintiffs,

V.

C.A. No. 04-1494 (JJF)

NORTHWESTERN CORPORATION,

Defendant.

MAGTEN ASSET MANAGEMENT CORP.,

Plaintiff,

V.

C.A. No. 05-499 (JJF)

MIKE J. HANSON and ERNIE J. KINDT,

Defendants.

**DEFENDANT NORTHWESTERN CORPORATION'S
MOTION FOR SUMMARY JUDGMENT**

NorthWestern Corporation (“NorthWestern”), a defendant in the above-captioned action styled *Magten Asset Management Corp. et al. v. NorthWestern Corp.*, C.A. 04-1494-JJF, by and through its counsel, Greenberg Traurig, LLP and Curtis, Mallet-Prevost, Colt & Mosle LLP, hereby moves, pursuant to Rule 56(b) of the Federal Rules of Civil Procedure and Delaware Local Rule 7.1.2, for entry of summary judgment in its favor on all of Plaintiffs’ claims from their First Amended Complaint.

In support of its Motion, NorthWestern relies upon its Memorandum of Law and the accompanying Declaration of Charles Patrizia, Affidavit of Nancy E. Delaney, NorthWestern Corporation's Statement of Material Facts Submitted in Support of Its Summary Judgment

Motion and the Appendix of Exhibits in Support of NorthWestern Corporation's Motion for Summary Judgment, all filed contemporaneously herewith.

Dated: Wilmington, Delaware
November 30, 2007

GREENBERG TRAURIG, LLP



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**CURTIS, MALLET-PREVOST,
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NorthWestern Corporation*

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CERTIFICATE OF SERVICE

I, Dennis A. Meloro, being duly sworn according to law, deposes and says that I am employed by Greenberg Traurig, LLP, which is counsel for the NorthWestern Corporation, and that on November 30, 2007, I caused to be served copies of the following to be served upon the parties listed below via: (i) Electronic Mail upon all parties; (ii) Hand Delivery upon Local Counsel; and (iii) Federal Express delivery upon the remaining parties.

- Motion for Summary Judgment
- Memorandum of Law in Support of Motion for Summary Judgment
- Affidavit of Nancy E. Delaney
- Affidavit of Charles A. Patrizia

<p>Dale Dube, Esq. David Carickhoff, Esq. Blank Rome LLP 1201 Market Street, Suite 800 Wilmington DE 19801 (Magten)</p>	<p>Bonnie Steingart, Esq. Gary L. Kaplan, Esq. Fried Frank Harris Shriver & Jacobson LLP One New York Plaza New York NY 10004 (Magten)</p>
<p>Kathleen M. Miller, Esquire Smith Katzenstein & Furlow LLP 800 Delaware Avenue, 7th Floor Wilmington, DE 19801 (Law Debenture)</p>	<p>John V. Snellings, Esq. Amanda Darwin, Esq. Nixon & Peabody LLP 100 Summer Street Boston, Massachusetts 02100 (Law Debenture)</p>
<p>Stanley T. Kaleczyc Kimberly A. Beatty Browning, Kaleczyc, Berry & Hoven, P.C. 139 North Last Chance Gulch P.O. Box 1697 Helena, Mt 59624 (M Hanson/E Kindt)</p>	<p>Denise Seastone Kraft Edwards Angell Palmer & Dodge LLP 919 North Market Street, 15th Floor Wilmington, DE 19801 (M Hanson/E Kindt)</p>

Date: November 30, 2007

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